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ACCOUNT NO. : 072100000032.

REFERENCE : 917650 7159924

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC - 6 PM 2:40

ORDER DATE : December 4, 2000

ORDER TIME : 12:23 PM

ORDER NO. : 917650-005

CUSTOMER NO: 7159924

800003489468--5

CUSTOMER: Toni Clark, Paralegal  
Rafferty Gutierrez & Sanchez-  
Aballi, P.a.  
Suite 1400  
1101 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: NEW JERSEY PROFESSIONAL  
FOOTBALL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133  
EXAMINER'S INITIALS:

FILE FIRST

RECEIVED  
00 DEC - 6 PM 1:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*JS*  
12/6/00

ARTICLES OF INCORPORATION  
OF  
NEW JERSEY PROFESSIONAL FOOTBALL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC - 6 PM 2:40

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal office of this Corporation shall be:

NEW JERSEY PROFESSIONAL FOOTBALL, INC.

200 South Biscayne Blvd., Suite 1400  
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

William L. Rafferty, Jr., Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the initial member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

Name

Street Address

James L. Ferraro

200 South Biscayne Blvd., Suite 1400  
Miami, Florida 33131

ARTICLE VIII  
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

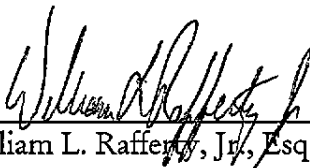
Name

Street Address

William L. Rafferty, Jr., Esq.

1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 28<sup>th</sup> day of November, 2000.

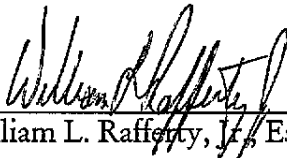
  
\_\_\_\_\_  
William L. Rafferty, Jr., Esq., Incorporator

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

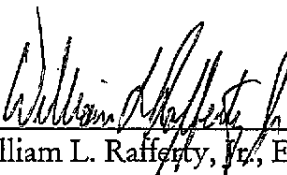
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC -6 PM 2:40

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, NEW JERSEY PROFESSIONAL FOOTBALL, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named William L. Rafferty, Jr., Esq., located thereat as its registered agent to accept service of process within this state.

By:   
William L. Rafferty, Jr., Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
William L. Rafferty, Jr., Esq., Registered Agent